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SEC 1972 Potential persons who are to respond to the collection of information (6-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

### **ATTENTION**

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Failure to file notice in the appropriate states will not result the federal exemption. Conversely, failure to file the appropriate federal fiotice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| OMB APPROVAL             |
|--------------------------|
| OMB Number: 3235-0076    |
| Expires: May 31, 2005    |
| Estimated average burden |
| nours per response 1     |

| SEC US                                  | E ONLY  |
|---|---------|
| Prefix                                  | Serial  |
| *************************************** |         |
| DATE RI                                 | ECEIVED |
|   |         |

Name of Offering ([X ] check if this is an amendment and name has changed, and indicate change.)

Name of Original Offering: Series C Preferred Stock

Name of Amended Offering: Series C Preferred Stock, Notes, and Warrants

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.) **Niman Ranch, Inc.** 

Address of Executive Offices 1025 E. 12<sup>th</sup> Street, Oakland, CA 94606
Telephone Number (Including Area Code) (510) 808-0330

PROCESSED

NOV 02 2004

THOMSON FINANCIAL

| Address of Principal Business Operations (Number and Street, City, State, Zip Code)  SAME AS ABOVE Telephone Number (Including Area Code) (if different from Executive Offices)  |
|--|
| Brief Description of Business  |
| Type of Business Organization  [X] corporation  [] limited partnership, already formed  [] other (please specify)  [] business trust  [] limited partnership, to be formed   |
| Month Year   |
| Actual or Estimated Date of Incorporation or Organization: [0]3  [0]1  [X] Actual [] Estimate  |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) [C][A]   |
| GENERAL INSTRUCTIONS   |
| Federal:   |
| Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).  |
| When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. |
| Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  |
| Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.  |
| Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  |
| Filing Fee: There is no federal filing fee.  |
| State:   |

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

| A. BASIC IDENTIFICATION DATA |
|------------------------------|
|                              |

## 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

| Check Box(es) that Apply:                               | [] Promoter [ X ] Bo     | eneficial<br>wner   |            | xecutive<br>Officer  | [X ]        | Director [ ]  | General and/or<br>Managing<br>Partner  |
|---|--------------------------|---------------------|------------|--|-------------|---|--|
| Full Name (Last nam                                     | ne first, if individual) | McConnell           | , Micha    | el   |             | agi ka Makada minan Patau II zu ununun manun 1999 pada  | cile difference e se recursos essec  |
| Business or Residen<br>1025 E. 12 <sup>th</sup> Street, |                          |                     | t, City, S | tate, Zip Coo  | de)         |   | ntyanagayang pa  |
| Check Box(es) that [<br>Apply:                          | • • • •                  | Beneficial<br>Owner |            | Executive<br>Officer   | [X ]        | Director []   | General and/or<br>Managing<br>Partner  |
| Full Name (Last nam                                     | ne first, if individual) | Hurlbut, F          | Rob        | on California de | <del></del> |   | derbederberoren <del>ander de</del> r cape.  |
| Business or Residen<br>1025 E. 12 <sup>th</sup> Street, |                          |                     | t, City, S | tate, Zip Cod  | de)         | en / A William (All Andrews Angles of March (Angles of March (Angles of March (Angles of March (Angles of March   |  |
| Check Box(es) that [Apply:                              | [] Promoter [X]          | Beneficial<br>Owner | [ ]        | Executive<br>Officer   | []          | Director []   | General and/o<br>Managing<br>Partner   |
| Full Name (Last nam                                     | ne first, if individual) | Schwartz            | , Herma    | n  |             |   | MCCOMMONTAL PROPERTY OF THE PR |
| Business or Residen<br>1025 E. 12 <sup>th</sup> Street, |                          |                     | t, City, S | tate, Zip Cod  | de)         |   | POWER PROPERTY AND A   |
| Check Box(es) that  <br>Apply:                          | [] Promoter [X]          | Beneficial<br>Owner | [X ]       | Executive<br>Officer   | [X]         | Director []   | General and/or<br>Managing<br>Partner  |
| Full Name (Last nam                                     | ne first, if individual) | Niman, V            | Villiam    |  | •           | Marie Contract - Marie | **************************************   |
| Business or Residen                                     | nce Address (Number      |                     | t, City, S | tate, Zip Co   | de)         |   | ANNERSON SOCIOLOGICA SOCIO   |

| Check Box(es) that []<br>Apply:  | Promoter [   | ] Beneficial<br>Owner  | [ ] Executive<br>Officer   | [X] Director [   | Managing Partner  |
|--|--|--|--|--|---|
| Full Name (Last name   | e first, if individua  | al) Corbus, B  | arclay   |  | **************************************  |
| Business or Residence<br>915 Hilby Avenue, S   |  |  | , City, State, Zip Co  | de)  | n nagari din dia 1855 fin wa wa en en unin  |
| Check Box(es) that<br>Apply:   | [ ] Promoter [   | ] Beneficial<br>Owner  | [ x ] Executive<br>Officer   | [ ] Director [ ]   | General and/o<br>Managing<br>Partner  |
| Full Name (Last name   | e first, if individua  | al) Freeman, SI  | hari   | ndet schwedels de versiel de demonstracidad de fell en american pour authorise demonstración anticidad partici   | novařeledoven <del>ou memo</del> rez <del>se filonos s</del>  |
| Business or Residence<br>1025 E. 12 <sup>th</sup> Street, C  | e Address (Num<br>Dakland, CA 94   | nber and Street,   | , City, State, Zip Co  | de)  | Mikina dina dina dina dina dina dina dina d   |
| Check Box(es) that Apply:  | [ ] Promoter [   | ] Beneficial<br>Owner  | [ ] Executive<br>Officer   | [x] Director []  | General and/o<br>Managing<br>Partner  |
| Full Name (Last name   | e first, if individua  | al) Russell-Sh   | iapiro, Bill   |  | 60-1-00-1-00-1-00-1-0-1-0-1-0-1-0-1-0-0-1-0-0-1-0-0-1-0-0-1-0-0-1-0-0-1-0-0-1-0-0-1-0-0-1-0-0-1-0-0-1-0-0-1-0 |
| Business or Residence<br>450 Gough St. #A, S   | e Address (Num   | nber and Street,   | , City, State, Zip Co  | de)  | а файдай противо на червани вых   |
| Business or Residence 450 Gough St. #A, S  | e Address (Num<br>San Francisco, (<br>et, or copy and  | nber and Street,<br>CA 94102<br>use additiona  | ll copies of this sh   | dynyn i Sindrataria arcticanalo y yadai walio midjini da aa sidala aa siyooni walio aa siyooni walio aa siyoo  | 7.)   |
| Business or Residence 450 Gough St. #A, S  | e Address (Num<br>San Francisco, (<br>et, or copy and<br>B. INFO   | nber and Street,<br>CA 94102<br>use additiona  | ol copies of this sho  | eet, as necessary  | Yes   |
| Business or Residence 450 Gough St. #A , S  (Use blank she  1. Has the issuer sold offering?   | et, or copy and  B. INFOI  or does the iss   | nber and Street, CA 94102  use additiona  RMATION ABC  uer intend to se so in Appendix,  | OUT OFFERING ell, to non-accredited Column 2, if filing u  | eet, as necessary d investors in this  | Yes   |
| Business or Residence 450 Gough St. #A , S  (Use blank she  1. Has the issuer sold   | et, or copy and  B. INFO  or does the iss  Answer als  | nber and Street, CA 94102  use additiona  RMATION ABC  uer intend to see to in Appendix, that will be accept   | DUT OFFERING  ell, to non-accredited  Column 2, if filing unoted from any individual   | eet, as necessary d investors in this nder ULOE. dual?   | Yes<br>[ ]<br>\$ 10,0<br>Yes  |
| Business or Residence 450 Gough St. #A, S  (Use blank she)  1. Has the issuer sold offering?   | et, or copy and  B. INFO  or does the iss  Answer als  im investment the ermit joint owner on requested for mission or similar is in the offering, tered with the SI of five (5) persons   | mber and Street, CA 94102  use additiona  RMATION ABC  suer intend to see to in Appendix, that will be accept reship of a single each person was remuneration. If a person to be EC and/or with s to be listed an  | DUT OFFERING  Column 2, if filing upoted from any individual for solicitation of pupoe listed is an associated personal state or states, listed associated personal control of the control | d investors in this ander ULOE. dual?be paid or given, ourchasers in connectated person or agost the name of the lease of the lea | Yes [ ] \$ 10,0 Yes [ x ] directly ection gent of a proker  |
| Business or Residence 450 Gough St. #A, S  (Use blank she)  1. Has the issuer sold offering?  2. What is the minimum 3. Does the offering point or indirectly, any community sales of securities broker or dealer register or dealer. If more than dealer, you may set for the sales of securities or dealer, you may set for the sales of securities or dealer. If more than dealer, you may set for the sales of securities or dealer. | et, or copy and  B. INFOI  notes the iss  Answer also  minvestment the ermit joint owner  on requested for mission or similars in the offering tered with the SI or five (5) persons or the the information.   | mber and Street, CA 94102  use additiona  RMATION ABC  uer intend to see the second person was a remuneration of a person to be compared to b | DUT OFFERING  Column 2, if filing upoted from any individual for solicitation of pupoe listed is an associated personal state or states, listed associated personal control of the control | d investors in this ander ULOE. dual?be paid or given, ourchasers in connectated person or aget the name of the lans of such a broke   | Yes [ ] \$ 10,0 Yes [ x ] directly ection gent of a proker  |
| Business or Residence 450 Gough St. #A, S  (Use blank she)  1. Has the issuer sold offering?  2. What is the minimum 3. Does the offering point or indirectly, any community sales of securities broker or dealer register or dealer. If more than dealer, you may set for the sales of securities or dealer, you may set for the sales of securities or dealer. If more than dealer, you may set for the sales of securities or dealer. | B. INFOI  Answer also am investment the ermit joint owner on requested for mission or similar in the offering. The five (5) persons orth the information of the infor | mber and Street, CA 94102  use additiona  RMATION ABC  uer intend to see to in Appendix, at will be accept reship of a single each person was remuneration. If a person to be EC and/or with so be listed artion for that broke first, if individual on ber and Street.  | DUT OFFERING  cell, to non-accredited  Column 2, if filing upoted from any individual of the collicitation of purity and the c | d investors in this ander ULOE. dual?  | Yes [ ] \$ 10,0 Yes [ x ] directly ection gent of a proker  |

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| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) |          |          |           |           |   |  |  | States  |  |  |  |  |
|--|----------|----------|-----------|-----------|---|--|--|---|--|--|--|--|
| [AL]   | [AK]     | [AZ]     | [AR]      | [CA]      | [CO]  | [CT]   | [DE]   | [DC]  | [FL]   | ſG   | A] [HI]  | [ID]   |
| [IL]   | [IN]     | [IA]     | [KS]      | [KY]      | [LA]  | [ME]   | [MD]   |   |  | -  | N] [MS]  | [OM]   |
| [MT]   | [NE]     | [NV]     | [NH]      | [NJ]      | [NM]  | [NY]   | [NC]   | [ND]  |  | -  | K] [OR]  | [PA]   |
| [RI]   | [sc]     | [SD]     | [TN]      | [TX]      | [UT]  | [VT]   | [VA]   | [WA]  |  | •  | /I] [WY]   | [PR]   |
| Full Na  | ame (La  | st name  | first, if | individua | al)   |  | o varian <mark>aji<sup>m kal</sup>inilina</mark> n ji (ki n <del>ilina</del> ji bao marri  | generalismus sugal 4-4-0004 (0) (0) (0) (0) (0) (0) (0) (0) (0) (0) | ediminus var ika en kill Statistist Statistist en men ring   |  |  |  |
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| Name   | of Asso  | ciated E | Broker o  | r Dealer  |   |  |  | ***************************************                             | AND THE RESIDENCE AND ADDRESS OF THE PROPERTY  |  | Marie Calenter and Carana Marie | ***************************************  |
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| (Chec  | k "All   | States"  | or chec   | k indiv   | idual St  | ates)  |  | ••  |  | [  | ] All St   | ates   |
| [AL]   | [AK]     | [AZ]     | [AR]      | [CA]      | [CO]  | [CT]   | [DE]   | [DC]  | [FL]   | [GA]   | [HI]   | [ID]   |
| [IL]   | [IN]     | [IA]     | [KS]      | [KY]      | [LA]  | [ME]   | [MD]   | [MA]  | [MI]   | [MN]   | [MS]   | [MO]   |
| [MT]   | [NE]     | [NV]     | [NH]      | [NJ]      | [MM]  | [NY]   | [NC]   | [ND]  | [OH]   | [OK]   | [OR]   | [PA]   |
| [RI]   | [SC]     | [SD]     | [TN]      | [TX]      | [UT]  | [VT]   | [VA]   | [WA]  | [WV]   | [WI]   | [WY]   | [PR]   |
| Full Na  | ame (La  | st name  | first, if | individua | al)   |  |  | ***************************************                             | 1980 Main 1984 Anna 1987 (1977) (1978 | COMMITTE PROPERTY OF THE PROPE |  | oocoox   |
| Busine   | ess or R | esidenc  | e Addre   | ss (Num   | ber and   | Street, (  | City, Stat   | te, Zip C   | ode)   | uncent incention and agree of the second   |  | Married Marrie |
| Name   | of Asso  | ciated E | Broker o  | r Dealer  | <del>) (1800-1800   1800   1800   1800   1800   1800   1800   1800   1800   1800   1800   1800   1800   1800   1800</del> | <del>1944(*)   1777   1848   18</del> 60   1860 | and a state of the | <del>nergas se gangh à chròile de consesens</del> e coccorr         | occ <del>ourse</del> nce <del>ming pages in the Frank Alledock commu</del>   | **************************************   | ······································   |  |
| States   | in Whic  | h Perso  | n Listed  | Has So    | olicited o  | r Intends  | s to Solic   | it Purcha   | sers   |  |  | ••••   |
| (Chec  | k "All   | States"  | or chec   | k indiv   | idual St  | ates)  |  | ••  |  | [  | ] All S  | States   |
| [AL]   | [AK]     | [AZ]     | [AR]      | [CA]      | [CO]  | [CT]   | [DE]   | [DC]  | [FL]   | [GA  | ] [HI]   | [ID]   |
| [IL]   | [IN]     | [IA]     | [KS]      | [KY]      | [LA]  | [ME]   | [MD]   | [MA]  | [MI]   | [MN  | ] [MS]   | [MO]   |
| [MT]   | [NE]     | [NV]     | [NH]      | [NJ]      | [MM]  | [NY]   | [NC]   | [ND]  | [OH]   | [OK  | ] [OR]   | [PA]   |
| [RI]   | [SC]     | [SD]     | [TN]      | [TX]      | [UT]  | [VT]   | [VA]   | [WA]  | [WV]   | [WI]   | [WY]   | [PR]   |
|  | Use bla  | nk she   | et. or co | opv and   | use add   | ditional   | copies   | of this s   | neet. as   | neces  | sarv.)   | <del></del>  |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

|   |                              | Aggregate<br>Offering | ,         |
|---|------------------------------|-----------------------|-----------|
| Type of Security                                |                              | Price                 | Sold      |
| Debt  |                              | \$1,850,000           | \$0       |
| Equity  |                              | \$4,500,000           | \$306,110 |
| [ ] Common [ X ] Pr                             | eferred                      |                       |           |
| Convertible Securities (including warrants) *pi | rice of pref. stock warrants | \$20,000*             | \$0*      |
| ** price of common stock warrants received      | ved by purchasers of Notes   | \$0**                 | \$0**     |
| Partnership Interests                           |                              | \$ 0                  | \$0       |
| Other (Specify ).                               |                              | \$0                   | \$0       |

| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  | ı                             |          |  |
|--|-------------------------------|----------|--|
| Accredited Investors   | Number<br>Investor<br>8<br>0  | S        | Aggregate<br>Dollar<br>Amount<br>of<br>Purchases<br>\$ 306,110<br>\$ 0<br>\$ 0 |
| 3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.  |                               |          |  |
| Type of offering   | Type of<br>Security           |          | Dollar<br>Amount<br>Sold   |
|  | Series (<br>Preferre<br>Stock |          | \$306,110  |
| Rule 505   | Warrant                       | s        | \$0  |
|  | Notes                         |          | \$0  |
| Regulation A   |                               |          | \$   |
| Rule 504   |                               |          | \$   |
| Total  |                               |          | \$   |
| 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees |                               | [X]      | \$ 0<br>\$ 2,000<br>\$ 25,000<br>\$ 90,000                                     |
| Engineering Fees   |                               | []<br>[_ | \$ 90,000  |
| Sales Commissions (specify finders' fees separately)   |                               |          | \$ 389,000   |
| Other Expenses (identify) CONSULTING FEE, TELEPHONE, POSTAGE, TRA  | VEL                           |          | _  |
| Total  |                               | [X]      | \$ 716,000   |

\$6,370,000 \$306,110

Total .....

Answer also in Appendix, Column 3, if filing under ULOE.

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| Total Payments Listed (column totals added)  | \$5,65  | 54,000                                 |
|--|---|--|
| Column Totals  | [X]\$ 300,000   | [X]\$5,354,000                         |
| Working capital  | []\$0   | [X]\$5,054,000                         |
| pursuant to a merger)  | []\$0   | []\$0                                  |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer | []\$0   | []\$0                                  |
| Construction or leasing of plant buildings and facilities  | []\$0   | []\$0                                  |
| Purchase, rental or leasing and installation of machinery and equipment  | []\$0   | []\$0                                  |
| Purchase of real estate  | []\$0   | []\$ 0                                 |
| Salaries and fees  | Payments to Officers, Directors, & Affiliates [X]\$ 300,000 | Payments To<br>Others<br>[X]\$ 300,000 |

## D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Niman Ranch, Inc.
Name of Signer (Print or Type)

Rob Hurlbut

Signature

Date

10 04

Title of Signer (Print or Type)

Chief Executive Officer

## **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

b. Enter the difference between the aggregate offering price given in response to Part C -Question 1 and total expenses furnished in response to Part C - Question 4.a. This [X] \$5,654,000 difference is the "adjusted gross proceeds to the issuer." .......... 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above. Payments to Officers. Directors, & Payments To **Affiliates** Others Salaries and fees ...... [X]\$ 300,000 [X]\$ 300,000 Purchase of real estate ..... []\$0 []\$ 0 Purchase, rental or leasing and installation of machinery []\$0 []\$0 and equipment ..... Construction or leasing of plant buildings and facilities...... []\$0 []\$0 Acquisition of other businesses (including the value of

| Column Totals                               | [X]\$ 300,000 | [X]\$5,354,000 |
|---|---------------|----------------|
| Total Payments Listed (column totals added) | \$5,65        | 34,000         |

[]\$0

[]\$0

[]\$0

[]\$0

[]\$0

[X]\$5,054,000

## D. FEDERAL SIGNATURE

securities involved in this offering that may be used in

Working capital .....

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Niman Ranch, Inc.

Name of Signer (Print or Type)

Rob Hurlbut

Signature

Date

Ioligia 4

Title of Signer (Print or Type)

Chief Executive Officer

#### **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)